

Exhibit A

Sale Notice

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

ACETO CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-13448 (VFP)

(Jointly Administered)

Hearing Date: September 4, 2019 at 10:00 a.m. (ET)

Objection Deadline: Aug. 28, 2019 at 5:00 p.m. (ET)

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) AUTHORIZING AND APPROVING PRIVATE SALE OF DEBTOR ARSYNCO'S
PROPERTY FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES,
SUBJECT TO HIGHER AND BETTER OFFERS, (II) AUTHORIZING THE
ASSUMPTION AND ASSIGNMENT OF CERTAIN CONTRACTS WITH BASF
CORPORATION, (III) AUTHORIZING THE PAYMENT OF BROKER'S
COMMISSION, AND (IV) GRANTING RELATED RELIEF; AND
NOTICE OF PROPOSED PRIVATE SALE**

PLEASE TAKE NOTICE that, on August 12, 2019, Arsynco, Inc. ("Arsynco"), one of the above-captioned debtors and debtors-in-possession in these cases (collectively, the "Debtors"), filed the *Debtors' Motion for Entry of an Order (i) Authorizing and Approving Private Sale of Debtor Arsynco's Property Free and Clear of Liens, Claims and Encumbrances, Subject to Higher and Better Offers, (ii) Authorizing the Assumption and Assignment of Certain Contracts with BASF*

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Aceto Corporation (0520); Tri Harbor Chemical Holdings LLC (*f/k/a* Aceto Agricultural Chemicals LLC, *f/k/a* Aceto Agricultural Chemicals Corporation) (3948); Tri Harbor Realty LLC (*f/k/a* Aceto Realty LLC) (7634); Kavod Pharmaceuticals LLC (*f/k/a* Rising Pharmaceuticals, LLC, *f/k/a* Rising Pharmaceuticals, Inc.) (7959); Kavod Health LLC (*f/k/a* Rising Health, LLC) (1562); Kavris Health LLC (*f/k/a* Acetris Health, LLC) (3236); KAVACK Pharmaceuticals LLC (*f/k/a* PACK Pharmaceuticals, LLC) (2525); Arsynco, Inc. (7392); and Acci Realty Corp. (4433).

*Corporation, (iii) Authorizing the Payment of Broker's Commission, and (iv) Granting Related Relief (the "Motion").*²

A. Notice of Private Sale

PLEASE TAKE FURTHER NOTICE that, by the Motion, Arsynco seeks, among other things, (i) authority to sell property of the estate to the persons and on the terms described below, free and clear of all claims, liens, rights, interests and encumbrances pursuant to sections 105(a), 363 and 365 of the Bankruptcy Code (the "Sale"), (ii) authority to assume and assign certain executory contracts of Arsynco with BASF Corporation, (iii) authority to pay a broker's commission at the closing of the Sale, and (iv) granting related relief.

Description of property to be sold: All of Arsynco's right, title and interest in and to a certain tract of land, consisting of approximately 12.3 acres, situate in the Borough of Carlstadt, County of Bergen, State of New Jersey, and designated on the Official Tax Map of the Borough of Carlstadt as Block 91, Lot 1, and more commonly known as 511 Thirteenth Street, (the "Property"), all as more fully described on Exhibit A attached to the Arsynco Sale Agreement, together with any and all buildings, improvements and fixtures thereon and all tenements, hereditaments, appurtenances, and rights of way incident and belonging thereto upon the terms and conditions set forth in the Arsynco Sale Agreement and subject to the Sale Order, free and clear of liens, claims and encumbrances, except for: (a) such tenancies, easements, covenants, restrictions, agreements, encumbrances and other matters of title as enumerated on Exhibit B attached to the Arsynco Sale Agreement, (b) all present and future zoning and other governmental laws and regulations, (c) all facts that would be revealed by an accurate survey or physical inspection of the Property, and (d) the BASF Settlement, as further set forth in Section 4.3 of the Arsynco Sale Agreement (collectively, the "Purchased Assets").

Proposed Purchaser: 511 Thirteenth Street LLC

Sale price: \$1,050,000.00, subject to certain prorations and adjustments.

B. Higher and Better Offers Accepted

PLEASE TAKE FURTHER NOTICE that higher and better offers will be received and may be submitted at the Sale Hearing. Arsynco will entertain information requests from any interested parties regarding the Purchased Assets through the date that is one (1) business day prior to the Sale Hearing.

PLEASE TAKE FURTHER NOTICE that, in order for a bid submitted at the Sale Hearing to be considered a higher and better offer, it must: (a) be on terms and conditions (other than the amount of the consideration and the particular liabilities being assumed) that are not more burdensome or conditional to Arsynco than those contained in the Arsynco Sale Agreement, (b) not be contingent on obtaining financing or the outcome of unperformed due diligence, (c) be in an amount equal to at least the purchase price reflected in the Sale Agreement, plus \$100,000.00, (d) not be conditioned on or request any bid protections, (e) include a commitment to consummate the purchase of the Property within not more than thirty (30) days after entry of an order approving

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

such offer, and (f) be accompanied by a deposit in immediately available funds equal to twenty-five percent (25%) of the proposed purchase price.

C. Request for Payment of Broker's Fee

PLEASE TAKE FURTHER NOTICE that, pursuant to D.N.J. LBR 6004-5, Arsynco requests to pay the real estate broker at closing on the terms set forth below. If a party other than the Purchaser identified in the Arsynco Sale Agreement purchases the Property, the Quantum Broker Agreement will not apply and Quantum will not be entitled to any compensation.

Name of Professional: Quantum Realty Services, Inc.

Amount to be paid: 4% of the Purchase Price

Services rendered: (a) took the necessary steps to market the Property in a manner to maximize the value thereof and to generate the highest and best offers therefor; (b) facilitated the dissemination of information to interested parties with respect to the Property; (c) correspondingly assisted Arsynco with the sale process by introducing multiple parties interested in the Property to Arsynco, including the Purchaser; and (d) took other acts to prepare for, conduct and effectuate the sale and to insure the highest possible price and best offer for the Property.

D. Sale Hearing

PLEASE TAKE FURTHER NOTICE that a hearing to approve the Sale of the Purchased Assets and the assumption and assignment of the BASF Agreements (the "Sale Hearing") will be held before the Honorable Judge Vincent F. Papalia, United States Bankruptcy Court for the District of New Jersey, Martin Luther King, Jr. Federal Building, 50 Walnut Street, 3rd Floor, Newark, New Jersey 07102, on **September 4, 2019 at 10:00 a.m. (prevailing Eastern Time)** or at such time thereafter as counsel may be heard.

E. Objection Deadlines

PLEASE TAKE FURTHER NOTICE that objections to the Sale (a "Sale Objection") or to the assumption and assignment of the BASF Agreements, including, but not limited to objections relating to the Cure Amount and/or adequate assurance of future performance set forth in the Motion (an "Assumption Objection"), must be made in writing, state with particularity the grounds therefor, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the District of New Jersey, be filed with the Bankruptcy Court, and be served **so as to be actually received no later than 5:00 p.m. (prevailing Eastern Time) on August 28, 2019** by (i) counsel to the Debtors, Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, NY 10020 (Attn: Wojciech F. Jung, Esq. (wjung@lowenstein.com) and Philip J. Gross, Esq. (pgross@lowenstein.com)); (ii) counsel to the Purchaser, MM Zalta, PLLC, 999 Central Avenue, Suite 307, Woodmere, New York 11598 (Attn: Mousa Zalta, Esq. (zalta@mmzalta.com)); (iii) the Office of The United States Trustee, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, New Jersey 07102 (Attn: Fran B. Steele (Fran.B.Steele@usdoj.gov) and David Gerardi, Esq. (David.Gerardi@usdoj.gov)); and (iv) counsel to the Official Committee of Unsecured Creditors, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038 (Attn: Jayme T. Goldstein, Esq.

(jgoldstein@stroock.com) and Erez E. Gilad, Esq. (egilad@stroock.com)) and Porzio, Bromberg & Newman, P.C., 100 Southgate Parkway, P.O. Box 1997, Morristown, New Jersey 07962 (Attn: Warren J. Martin, Jr., Esq. (WJMartin@pbnlaw.com) and Robert M. Schechter, Esq. (rmschechter@pbnlaw.com)).

PLEASE TAKE FURTHER NOTICE that any party failing to timely file a Sale Objection shall be forever barred from objecting to the Sale and shall not be heard at the Sale Hearing, and the Bankruptcy Court may enter the Sale Order without further notice to such party.

PLEASE TAKE FURTHER NOTICE that unless an Assumption Objection is received by the Assumption Objection Deadline, the BASF Agreements shall be assumed and/or assigned to the Purchaser in accordance with the Arsynco Sale Agreement and the Cure Amount set forth in the Motion shall be controlling, notwithstanding anything to the contrary in any BASF Agreement or any other document, and the non-Debtor counterparty to the BASF Agreements shall be forever barred from asserting any other claims against the Debtors or the Purchaser (as appropriate), or the Property of any of them, as to such assumed BASF Agreements. Any Assumption Objection relating to the Cure Amount must state with specificity what cure is required (with appropriate documentation in support thereof).

PLEASE TAKE FURTHER NOTICE that this Notice is subject to the full terms and conditions of the Motion. Any party that has not received and wishes to obtain a copy of the Motion, including all exhibits thereto, may (i) make such a request by contacting the Debtors' court approved claims agent, Prime Clerk LLC, by (1) telephone at 844-216-7718 (US/Canada Toll Free) or 347-761-3238 (International), or (2) email at Acetoinfo@primeclerk.com, or (ii) examine them on Prime Clerk's case website free of charge at <https://cases.primeclerk.com/aceto> or on the Bankruptcy Court's electronic docket for the Debtors' chapter 11 cases, which is available via the Court's website at www.njb.uscourts.gov (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.gov).

Dated: August 12, 2019

Respectfully submitted,

LOWENSTEIN SANDLER LLP

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